



L A W Y E R S

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Attorneys for Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

**In re:**

**USA Commercial Mortgage Company  
06-10725 – Lead Case**

**USA Capital Realty Advisors, LLC  
06-10726**

**USA Capital Diversified Trust Deed Fund,  
LLC  
06-10728**

**USA Capital First Trust Deed Fund, LLC  
06-10728**

**USA Securities, LLC  
06-10729**

**Debtors.**

Jointly Administered

Chapter 11 Cases

Judge Linda B. Riegler Presiding

**RESPONSE TO APPLICATION OF  
OFFICIAL COMMITTEE OF  
EQUITY SECURITY HOLDERS OF  
USA CAPITAL FIRST TRUST DEED  
FUND, LLC FOR ORDER  
AUTHORIZING EMPLOYMENT  
AND RETENTION OF ALVAREZ &  
MARSAL, LLC AS ITS FINANCIAL  
AND REAL ESTATE ADVISOR  
NUNC PRO TUNC TO JUNE 1, 1006**

Date: June 21, 2006

Time: 10:00 a.m.

**Affecting:**☒ All Cases**or Only:**☐ USA Commercial Mortgage Company☐ USA Capital Realty Advisors, LLC☐ USA Capital Diversified Trust Deed Fund, LLC☐ USA Capital First Trust Deed Fund, LLC

The Official Unsecured Creditors' Committee for USA Commercial Mortgage Company (the "Committee") does not oppose the employment of financial or real estate



1 advisors for either or both of the Official Committee of Equity Security Holders of USA  
2 Capital First Trust Deed Fund, LLC or USA Capital Diversified Trust Deed Fund, LLC.

3       However, the two funds' Committees have elected to retain separate financial and  
4 real estate advisors. The interests of the Funds are, in most respects, substantially similar,  
5 although their interests in particular loans may not completely overlap. Consequently,  
6 having two firms of financial and real estate advisors will inevitably result in duplication  
7 of effort and expense for the estate. While it is a platitude to say that compensation for  
8 professionals is determined by the Court in its discretion after an application and notice, it  
9 is also true that professionals, rather than creditors, should bear the risk of the potential  
10 redundancy.

11       Accordingly, the Committee does not oppose retention of the professionals, but will  
12 oppose requests for compensation for duplicative or redundant services, such as both  
13 Committees' professionals reviewing the same underlying loan transaction.

14       Dated June 19, 2006.

15                                   **LEWIS AND ROCA LLP**

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17                                   By /s/ RC (#006593)

18   Susan M. Freeman, AZ 4199 (pro hac vice)

19   Rob Charles, NV 6593

20                                   *Attorneys for Official Unsecured Creditors' Committee*  
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